

DAVIS POLK & WARDWELL

LAWRENCE E. WALSH
S. HAZARD GILLESPIE
TAGGART WHIPPLE
PETER O. A. SOLBERT
WALLACE S. JONES
WILLIAM D. TUCKER, JR.
C. PAYSON COLEMAN
PETER A. BATOR
JOHN P. CARROLL, JR.
WILLIAM A. KAYNOR
HENRY L. KING
RICHARD B. SMITH
EDWIN DEANE LEONARD
BRUCE W. NICHOLS
SAMUEL F. PRYOR, III
EDWARD S. REID
PHILIP C. POTTER, JR.
JOHN I. BROKAW
JAMES F. DOLAN
RICHARD E. NOLAN
JOHN A. CORY
RICHARD D. SPIZZIRRI
ALLAN A. FLYNN
CHARLES S. HOPPIN
JOEL J. COHEN
TROLAND S. LINK
HERBERT M. LOBL
JOHN J. MCATEE, JR.
JONATHAN M. CLARK

CHRISTOPHER CROWLEY
LYDIA E. KESS
JAMES W. B. BENKARD
COLIN E. HARLEY
DANIEL F. KOLB
DONALDSON C. PILLSBURY
GUY MILLER STRUVE
JOSEPH ALSOP CHUBB
JAMES WOODMAN LLOYD
BARTLETT H. MCGUIRE
STEPHEN H. CASE
FRANCIS J. MORISON
FRANK S. MOSELEY
JEFFREY SMALL
ALAN D. GRANQUIST
JESSE ROBERT LOVEJOY
DAVID C. OXMAN
WILLIAM PARSONS, JR.
CHARLES S. WHITMAN, III
ARTHUR F. GOLDEN
STEVEN F. GOLDSTONE
H. REED WASSON
DENNIS S. HERSCH
WINTHROP CONRAD, JR.
LOWELL GORDON HARRISS
WM F. KROENER, III
RICHARD J. SANDLER
ROBERT F. WISE, JR.

1 CHASE MANHATTAN PLAZA
NEW YORK, N.Y. 10005

212-530-4000

TELEX: ITT-421341

WU-126834

WRITER'S DIRECT NUMBER:

(212) 530-4456

11039, November 16, 1979

RECORDATION NO. Filed 1425

MOV 16 1979-2

INTERSTATE COMMERCE COMMISSION

BY HAND DELIVERY

COUNSEL
D. NELSON ADAMS
ANDREW Y. ROGERS
MORTON FEAREY

GEORGE A. BROWNELL
LEIGHTON H. COLEMAN
PORTER R. CHANDLER
CHARLES M. SPOFFORD
EDWARD R. WARDWELL

9 WEST 57TH STREET, NEW YORK, N.Y. 10019
TELEPHONE: 212-530-4000
TELEX: ITT-421341 WU-126834

4, PLACE DE LA CONCORDE, 75008 PARIS
TELEPHONE: 265.14.01
TELEX: 290485

RESIDENT PARTNERS:
HERBERT M. LOBL
JOSEPH ALSOP CHUBB

11 COPTHALL AVENUE, LONDON EC2R 7LU
TELEPHONE: 01-638-9116
TELEX: 888238
RESIDENT PARTNER:
FRANCIS J. MORISON

Interstate Commerce Commission
Recordation Department
Room 2303
12th and Constitution Avenue N.W.
Washington, D.C. 20423

Attention: Mildred Lee

Re: Lease of Railroad Cars dated as of
November 1, 1979 between The
Connecticut Bank and Trust Company,
as Owner Trustee, Lessor, and
Badische Corporation, Lessee

Dear Sir:

Enclosed for recordation and filing pursuant to
49 U.S.C. § 11303 please find two executed copies of a
Lease Agreement, dated as of November 1, 1979, between
The Connecticut Bank and Trust Company, as Owner Trustee,
Lessor, and Badische Corporation, Lessee, relating to the
lease of 29 railroad tank and hopper cars, as well as Lease
Supplements Nos. 1 and 2, evidencing delivery and acceptance
of 20 of the cars. Also enclosed is our check for \$50 in
payment of the recordation fee.

Please acknowledge recordation by stamping one
copy of each of the three documents with the Recordation
Number of the Lease and returning it to the messenger who
delivers this letter.

Very truly yours,

Linda A. Simpson

Linda A. Simpson

Enclosures

11059-A

RECORDATION NO. Filed 1425

NOV 16 1979 - 2 20 PM

LEASE SUPPLEMENT NO. 1

Dated as of November 19, 1979

INTERSTATE COMMERCE COMMISSION

Pursuant to Section 2(a) of the Lease dated as of November 1, 1979 between BADISCHE CORPORATION ("Lessee") and THE CONNECTICUT BANK AND TRUST COMPANY, as Owner Trustee ("Lessor"), Lessor and Lessee agree that Schedule 2 hereto correctly sets forth the Invoice Price and the date of commencement of the Interim Term for the Items shown on Schedule 1 hereto.

Terms defined in the Lease have the same meanings herein, unless the context hereof otherwise requires.

This Lease Supplement is without prejudice to any right which Lessor or Lessee may have against a Manufacturer or any other person, except as otherwise provided in the Lease.

The Delivery Date for the Items shown on Schedule 1 hereto shall be the date on which Lessor signs and dates this Supplement.

BADISCHE CORPORATION, as Lessee

By H. H. Kopper
H.-H. Kopper,
President

NWP

THE CONNECTICUT BANK AND TRUST
COMPANY, NOT INDIVIDUALLY BUT
SOLELY IN ITS CAPACITY AS OWNER
TRUSTEE UNDER AN OWNER TRUST
AGREEMENT DATED AS OF NOVEMBER
1, 1979 BETWEEN THE OWNER TRUSTEE
AND J. P. MORGAN INTERFUNDING CORP.,
as Lessor

By _____
Authorized Officer

Schedule 1

(To Lease Supplement No. 1)

DESCRIPTION OF EQUIPMENT

Number of Items: 15

Description: DOT 111A100W1 26,800-gallon non-coiled
non-insulated tank cars equipped with
100-ton roller bearing trucks for the
transportation of industrial alcohols

Reporting Marks: DBCX 201 through 215, inclusive

Time of Delivery: 4th quarter 1979

AAR Mechanical Designation: TM

AAR Car Type Code: T-000

Schedule 2

(To Lease Supplement No. 1)

<u>Item</u>	<u>Invoice #</u>	<u>Invoice Price</u>
6 tank cars, Reporting Marks DBCX 201, 202, 204, 205, 206 and 209	6-13623	\$246,420.00
6 tank cars, Reporting Marks DBCX 203, 207, 208, 210, 211 and 213	6-13805	246,420.00
3 tank cars, Reporting Marks DBCX 212, 214 and 215	6-13896	<u>123,291.00</u>
	Total Invoice Price	<u>\$616,131.00</u>

Interim Term: Commencing November , 1979.

LEASE SUPPLEMENT NO. 1

Dated as of November 19, 1979

Pursuant to Section 2(a) of the Lease dated as of November 1, 1979 between BADISCHE CORPORATION ("Lessee") and THE CONNECTICUT BANK AND TRUST COMPANY, as Owner Trustee ("Lessor"), Lessor and Lessee agree that Schedule 2 hereto correctly sets forth the Invoice Price and the date of commencement of the Interim Term for the Items shown on Schedule 1 hereto.

Terms defined in the Lease have the same meanings herein, unless the context hereof otherwise requires.

This Lease Supplement is without prejudice to any right which Lessor or Lessee may have against a Manufacturer or any other person, except as otherwise provided in the Lease.

The Delivery Date for the Items shown on Schedule 1 hereto shall be the date on which Lessor signs and dates this Supplement.

BADISCHE CORPORATION, as Lessee

By _____
H.-H. Kopper,
President

THE CONNECTICUT BANK AND TRUST
COMPANY, NOT INDIVIDUALLY BUT
SOLELY IN ITS CAPACITY AS OWNER
TRUSTEE UNDER AN OWNER TRUST
AGREEMENT DATED AS OF NOVEMBER
1, 1979 BETWEEN THE OWNER TRUSTEE
AND J. P. MORGAN INTERFUNDING CORP.,
as Lessor

By  _____
Authorized Officer

Schedule 1

(To Lease Supplement No. 1)

DESCRIPTION OF EQUIPMENT

Number of Items: 15

Description: DOT 111A100W1 26,800-gallon non-coiled
non-insulated tank cars equipped with
100-ton roller bearing trucks for the
transportation of industrial alcohols

Reporting Marks: DBCX 201 through 215, inclusive

Time of Delivery: 4th quarter 1979

AAR Mechanical Designation: TM

AAR Car Type Code: T-000

Schedule 2

(To Lease Supplement No. 1)

<u>Item</u>	<u>Invoice #</u>	<u>Invoice Price</u>
6 tank cars, Reporting Marks DBCX 201, 202, 204, 205, 206 and 209	6-13623	\$246,420.00
6 tank cars, Reporting Marks DBCX 203, 207, 208, 210, 211 and 213	6-13805	246,420.00
3 tank cars, Reporting Marks DBCX 212, 214 and 215	6-13896	<u>123,291.00</u>
	Total Invoice Price	<u>\$616,131.00</u>

Interim Term: Commencing November , 1979.